MARVEL
X-MEN
in the
SPECTACULAR
SPIDER-MAN
ALL-OUT ACTION AGAINST PROFESSOR POWER!
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APPROVED BY THE COMICS CODE AUTHORITY
30 YEARS
X-MEN
1963-1993

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!™

CASTLES IN THE AIR!

PROFESSOR ANTHONY POWER SMILES -- A TWISTED, UTTERLY HUMORLESS THING -- AND SURVEYS THE BODIES IN THE WRECKAGE.
HE MIGHT AS WELL BE SURVEYING THE WRECKAGE OF HIS OWN LIFE.
FOR A MOMENT, HE KNOWS PITY FOR SPIDER-MAN AND THE X-MEN... PERHAPS EVEN A HINT OF REMORSE FOR WHAT HE'S DONE, THE PAIN HE'S CAUSED.
BUT ONLY FOR A MOMENT.

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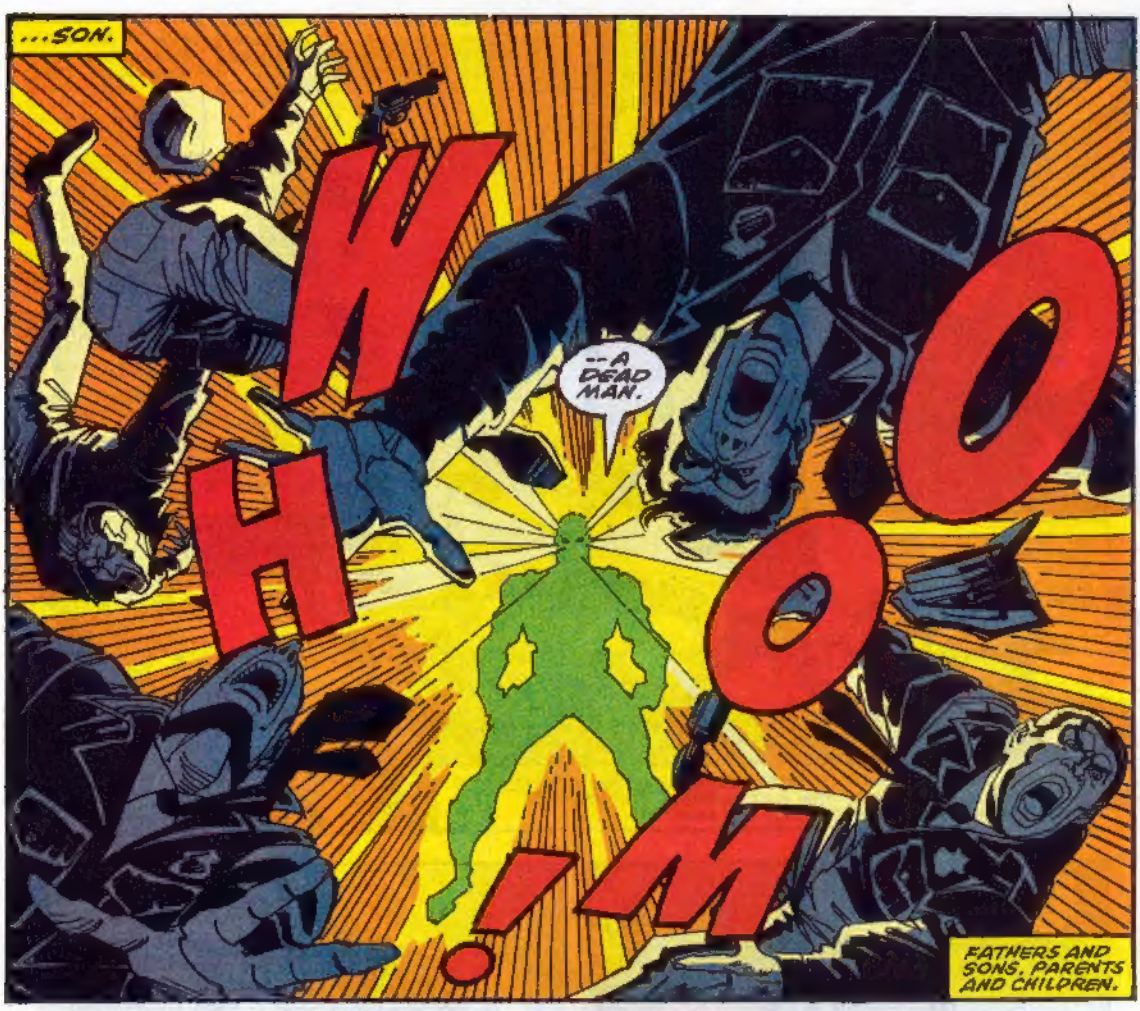
EEE EEEEE EEEE
THE POLICE SIRENS SCREAM.
PROFESSOR POWER SIGHS.
HE HAS NO DESIRE TO FIGHT THESE MEN. HE RESPECTS LAW AND ORDER. HIS LIFE HAS BEEN DEVOTED TO IT.
DON'T MOVE!
BUT NOW HE SERVES SOMETHING GREATER THAN THE LAW. HE SERVES MEMORY. HE SERVES LOVE.
I MEAN IT! MOVE ONE MUSCLE-- AND YOU'RE A DEAD MAN!
THE MEMORY OF HIS ONLY CHILD, MATTHEW.
GENTLEMEN--
THE LOVE OF A FATHER...
--WHAT YOU FAIL TO UNDERSTAND--
...FOR HIS BELOVED...
--IS THAT I ALREADY AM--


...SON.
--A DEAD MAN.
WHOOM!
FATHERS AND SONS. PARENTS AND CHILDREN.

A THEME THAT CYCLES THROUGH NUMBERLESS LIVES. NUMBERLESS HEARTS.
MARY, DID YOU SEE THE DAMAGE THOSE COSTUMED LUNATICS DID? WE COULD HAVE BEEN KILLED IF WE'D STAYED.
...I STILL DON'T THINK WE SHOULD HAVE LEFT HIM LIKE THAT.
BUT PETER'S STILL BACK THERE SOMEWHERE--

I'D BE LYING IF I SAID I WASN'T CONCERNED, TOO. BUT PETER'S A PROFESSIONAL CRIME PHOTOGRAPHER. IT'S HIS JOB.
AND IT'S A JOB HE'S BEEN DOING FOR YEARS, LONG BEFORE WE CAME BACK INTO HIS LIFE.

WE CAN'T EXPECT OUR SON TO CHANGE WHO HE IS... WHAT HE DOES... JUST TO SUIT OUR WORRIES AND WHIMS.
HE'S NOT THE BABY BOY WE LEFT BEHIND TWENTY YEARS AGO. HE'S A GROWN MAN--

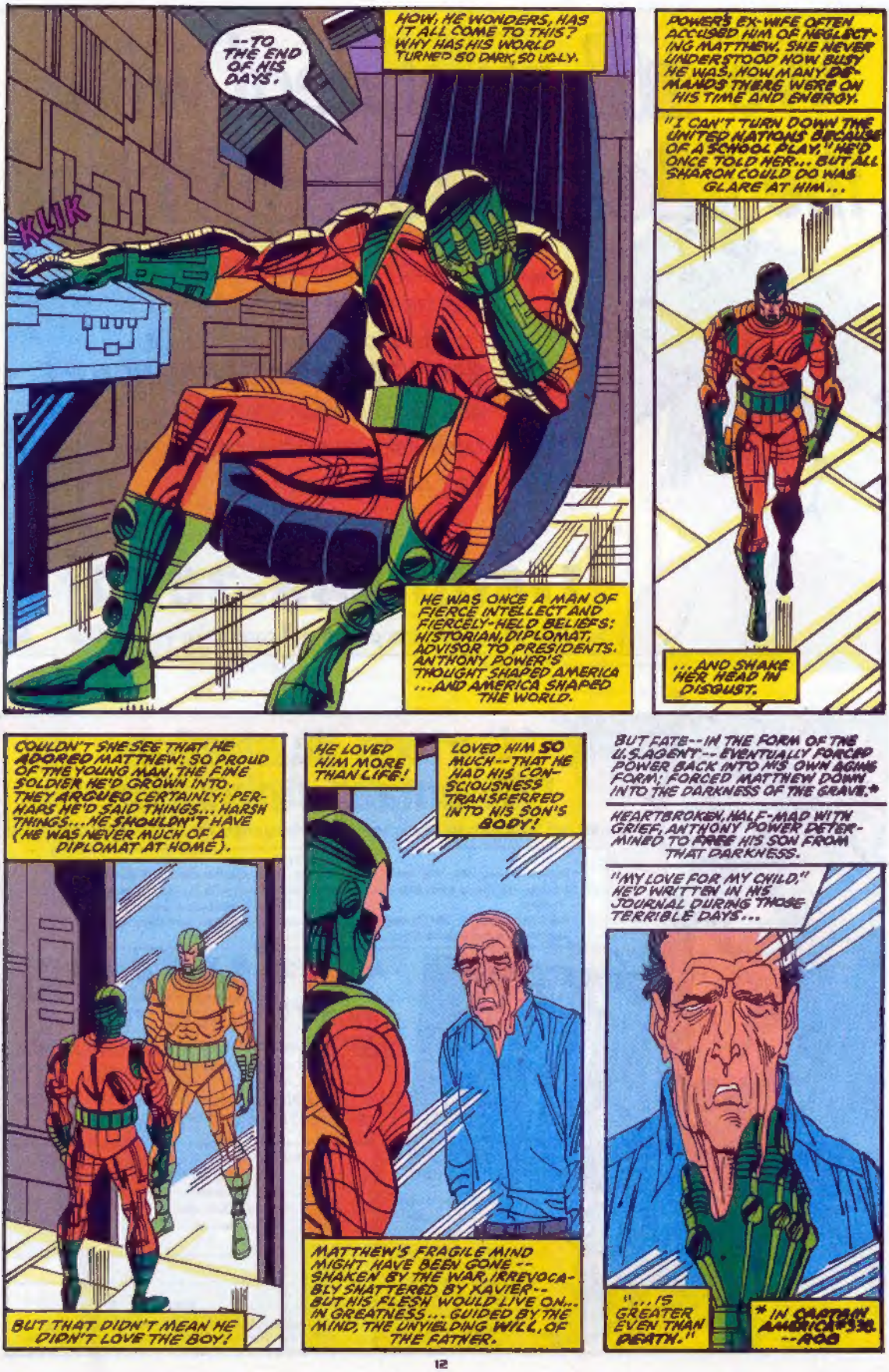
--AND WE'VE GOT TO TRUST HIM TO TAKE CARE OF HIMSELF.
I KNOW, RICHARD.
I KNOW.
BUT IT'S SO HARD.
BULLETS FLY, BODIES LIE, BLOODY AND BROKEN, SCATTERED ACROSS THE LANDSCAPE.
MEN IN UNIFORM FIGHT PAIN AND FEAR AND LOGIC IN A DESPERATE ATTEMPT TO UPHOLD A VAGUE IDEAL.
WING
ING
TINNG
RAKAK
AKAK
TO DO WHAT THEY PERCEIVE AS RIGHT--NO MATTER THE COST.
PROFESSOR POWER THINKS OF VIETNAM, WHERE HIS SON FOUGHT AND NEARLY DIED. WHERE THE BATTLEFIELD NIGHTMARE DESTROYED MATTHEW'S HOLD ON SANITY.
WAR. IN THE JUNGLES...OR ON THE STREETS...YOU YOUNG FOOLS ALL SEEM SO ENAMORED OF IT.
WELL, IF IT'S WAR YOU WANT--IT'S WAR YOU'LL--
KLIK
KLIK
KLIK
KLIK
HE HOLDS HIS FIRE... CONTAINS HIS ANGER... NOTICING THE SUDDEN SHIFT IN THE CROWD'S INTEREST. THE EYES GAZING SKYWARD IN DISBELIEF AND TERROR.
AGAIN HE SMILES--AND THIS TIME IT'S GENUINE. "NOW," HE THINKS, "THERE'S NO MORE NEED TO FIGHT. NOW--
PING
WING
WING

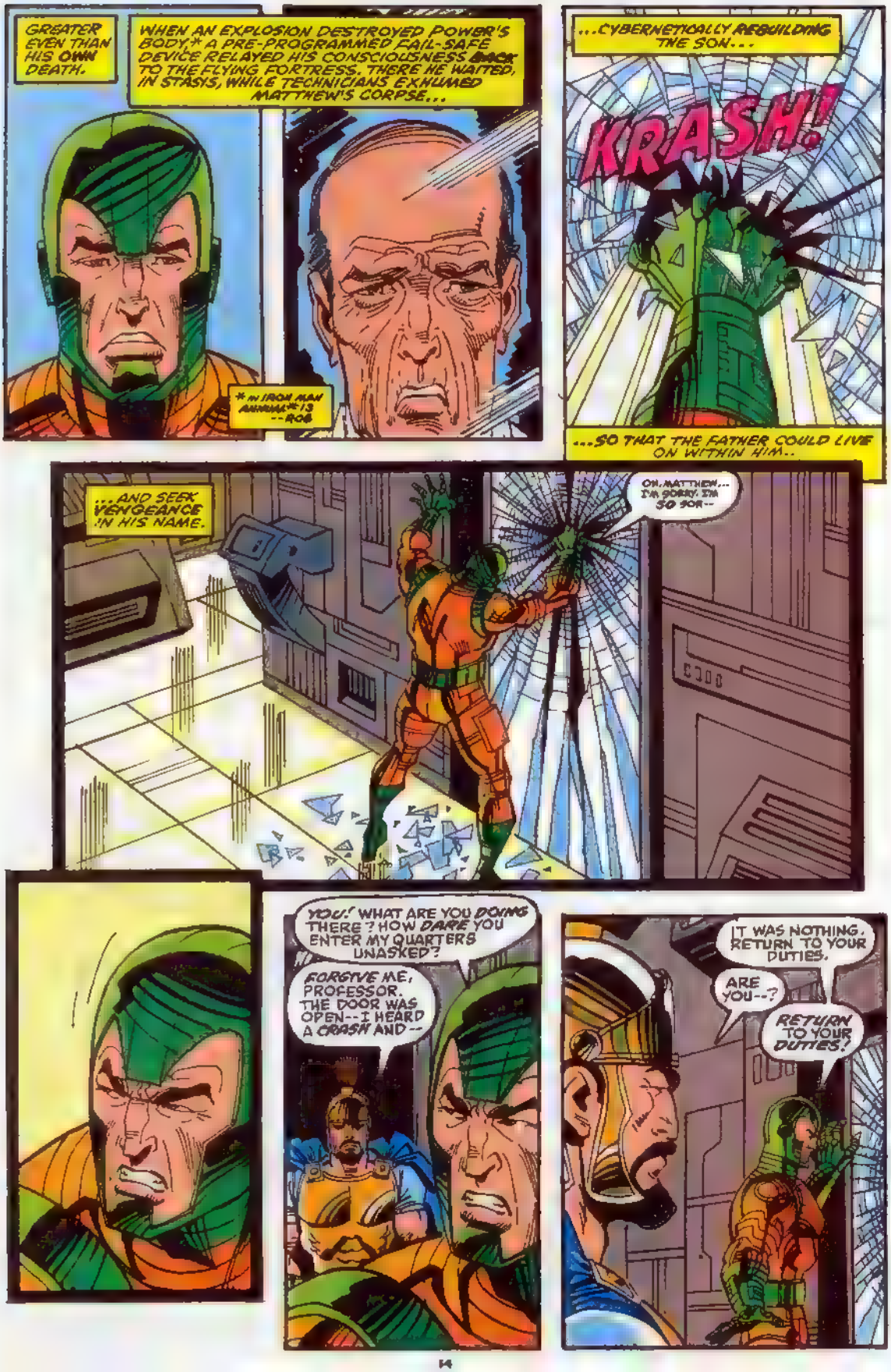
"--THE BATTLE IS WON."

THE CROWD'S HYSTERIA SOON GIVES WAY TO NUMBED WONDER.
EVEN IN A CITY THAT'S SEEN MORE THAN ITS FAIR SHARE OF THE STRANGE AND SURREAL...
...THE SIGHT OF A MEDIEVAL CASTLE HOVERING OVER SIXTH AVENUE, DISGORGING A HORDE OF ROMAN CENTURIONS, SEEMS LIKE A SHARED FEVER-DREAM.
AND, IN LESS THAN A MINUTE...
NO! TAKE ONLY THE MUTANTS!
BUT, PROFESSOR--
ONLY THE MUTANTS!
YES, SIR.
I HAVE NO QUARREL WITH SPIDER-MAN!
HE'S JUST ANOTHER BRAVE YOUNG WARRIOR--FIGHTING A FOOL'S BATTLE. LET HIM LIVE TO FIGHT ANOTHER DAY.
XAVIER'S CHILDREN, ON THE OTHER HAND--
--DIE TODAY.
...THE DREAM FADES INTO THE AFTER-NOON SKY.

OH... MY STARS... AND GARTERS...
I THINK I'M GOING TO BE SICK.
YOU ALREADY WERE, SEVERAL TIMES.
EVERY-ONE ALL RIGHT, BOBBY?
ASIDE FROM THE CHORUS LINE TAP-DANCING IN MY HEAD, I'M JUST FINE. WHERE ARE WE?
DISNEY-WORLD?
WHEREVER WE ARE -- WE'RE PRISONERS.
WALL'S HUMMING... SOUNDS LIKE THERE'S SOME KIND OF ELEC-TRIC CURRENT RUN-NING THROUGH IT AND --
FLZPK!
OW!
-- FEELS LIKE IT, TOO!
MONSIEUR CYCLOPS?
WAY AHEAD OF YOU, HANK.
ONE SOLID OPTIC BLAST SHOULD HAVE US OUT OF HERE IN --
RAKKK
OOOM!

WHAT HAPPENED?! WHAT THE DEVIL DID YOU DO?!
EASE UP, WARREN! IT WASN'T ME... IT WAS THE CAGE.
SOME KIND OF FEED-BACK--
LEAST HANK DIDN'T HURL AGAIN.
GIVE ME A MINUTE. I'M WORKING ON IT.
HEY! WHAT'S THAT--ON THE FAR WALL?
XAVIER'S CHILDREN.
THE BIO-ELECTRICAL FIELD THAT ENCAGES YOU INTERACTS, ON A CELLULAR LEVEL, WITH YOUR OWN BODIES. ANY ENERGY EXPENDED AGAINST THE FIELD--
--IS IMMEDIATELY... AND PAINFULLY... FED BACK INTO YOU.
SO I ADVISE YOU TO STOP STRUGGLING... AND ENJOY THE RIDE.
WHERE, POWER? WHERE ARE YOU TAKING US?!
TO A CHARMING LITTLE SCHOOL IN WESTCHESTER COUNTY.
IT'S TIME I BROUGHT THE FIGHT DIRECTLY TO THE MAN WHO DESTROYED MY SON*: YOUR BELOVED "FATHER" CHARLES XAVIER.
*A JAUNDICED ACCOUNT OF MARVEL TEAM-UP #117.--ROB
IF THIS CASTLE WERE A NATION, IT WOULD BE ONE OF THE MOST POWERFUL ON EARTH. BELIEVE ME, IT WILL BE... CHILD'S PLAY TO INFILTRATE YOUR SCHOOL--AND TAKE XAVIER PRISONER.
HERE WITHIN MY WALLS, THAT SELF-RIGHTEOUS HYPOCRITE WILL WATCH HELPLESSLY AS I MURDER YOU FOUR... THE VERY FIRST OF HIS PRECIOUS X-MEN--
--ONE-BY-ONE.
HIS "CHILDREN" DEAD... XAVIER WILL BE SET FREE... TO LIVE AS I HAVE LIVED... ALONE... WITH HIS LOSS... WITH HIS PAIN--


--TO THE END OF HIS DAYS.
KLIK
HOW, HE WONDERS, HAS IT ALL COME TO THIS? WHY HAS HIS WORLD TURNED SO DARK, SO UGLY.
HE WAS ONCE A MAN OF FIERCE INTELLECT AND FIERCELY-HELD BELIEFS: HISTORIAN, DIPLOMAT, ADVISOR TO PRESIDENTS. ANTHONY POWER'S THOUGHT SHAPED AMERICA ...AND AMERICA SHAPED THE WORLD.
POWER'S EX-WIFE OFTEN ACCUSED HIM OF NEGLECTING MATTHEW. SHE NEVER UNDERSTOOD HOW BUSY HE WAS, HOW MANY DEMANDS THERE WERE ON HIS TIME AND ENERGY.
"I CAN'T TURN DOWN THE UNITED NATIONS BECAUSE OF A SCHOOL PLAY," HE'D ONCE TOLD HER... BUT ALL SHARON COULD DO WAS GLARE AT HIM...
...AND SHAKE HER HEAD IN DISGUST.
COULDN'T SHE SEE THAT HE ADORED MATTHEW: SO PROUD OF THE YOUNG MAN, THE FINE SOLDIER HE'D GROWN INTO. THEY ARGUED CERTAINLY; PERHAPS HE'D SAID THINGS... HARSH THINGS... HE SHOULDN'T HAVE (HE WAS NEVER MUCH OF A DIPLOMAT AT HOME).
BUT THAT DIDN'T MEAN HE DIDN'T LOVE THE BOY!
HE LOVED HIM MORE THAN LIFE!
LOVED HIM SO MUCH--THAT HE HAD HIS CONSCIOUSNESS TRANSFERRED INTO HIS SON'S BODY!
MATTHEW'S FRAGILE MIND MIGHT HAVE BEEN GONE--SHAKEN BY THE WAR, IRREVOCABLY SHATTERED BY XAVIER--BUT HIS FLESH WOULD LIVE ON... IN GREATNESS... GUIDED BY THE MIND, THE UNYIELDING WILL, OF THE FATHER.
BUT FATE--IN THE FORM OF THE U.S. AGENT--EVENTUALLY FORCED POWER BACK INTO HIS OWN AGING FORM; FORCED MATTHEW DOWN INTO THE DARKNESS OF THE GRAVE.*
HEARTBROKEN, HALF-MAD WITH GRIEF, ANTHONY POWER DETERMINED TO FREE HIS SON FROM THAT DARKNESS.
"MY LOVE FOR MY CHILD," HE'D WRITTEN IN HIS JOURNAL DURING THOSE TERRIBLE DAYS...
"...IS GREATER EVEN THAN DEATH."
* IN CAPTAIN AMERICA #338. --ROB


GREATER EVEN THAN HIS OWN DEATH.
WHEN AN EXPLOSION DESTROYED POWER'S BODY,* A PRE-PROGRAMMED FAIL-SAFE DEVICE RELAYED HIS CONSCIOUSNESS BACK TO THE FLYING FORTRESS. THERE HE WAITED, IN STASIS, WHILE TECHNICIANS EXHUMED MATTHEW'S CORPSE...
* IN IRON MAN ANNUAL #13 --ROB
...CYBERNETICALLY REBUILDING THE SON...
KRASH!
...SO THAT THE FATHER COULD LIVE ON WITHIN HIM..
...AND SEEK VENGEANCE IN HIS NAME.
OH, MATTHEW... I'M SORRY. I'M SO SOR--
YOU! WHAT ARE YOU DOING THERE? HOW DARE YOU ENTER MY QUARTERS UNASKED?
FORGIVE ME, PROFESSOR. THE DOOR WAS OPEN--I HEARD A CRASH AND --
IT WAS NOTHING. RETURN TO YOUR DUTIES.
ARE YOU--?
RETURN TO YOUR DUTIES!

YES, SIR!
THIS IS A RE-STRICTED AREA, CENTURION. NO ONE IS ALLOWED PAST THIS--
--AGAIN--!
NO ONE EXCEPT ME.
NOW TO GET THIS DOOR OPEN AND--
KAWK

DON'T MOVE... DON'T SAY A WORD.
OKAY, I WON'T SAY A WORD--
HUH?!
--I'LL THINK IT!
JEAN GREY?! BUT HOW DID YOU--?
IT'S CALLED AN IMAGE-INDUCER. COMES IN HANDY IN AN EMERGENCY, DON'T YOU THINK?

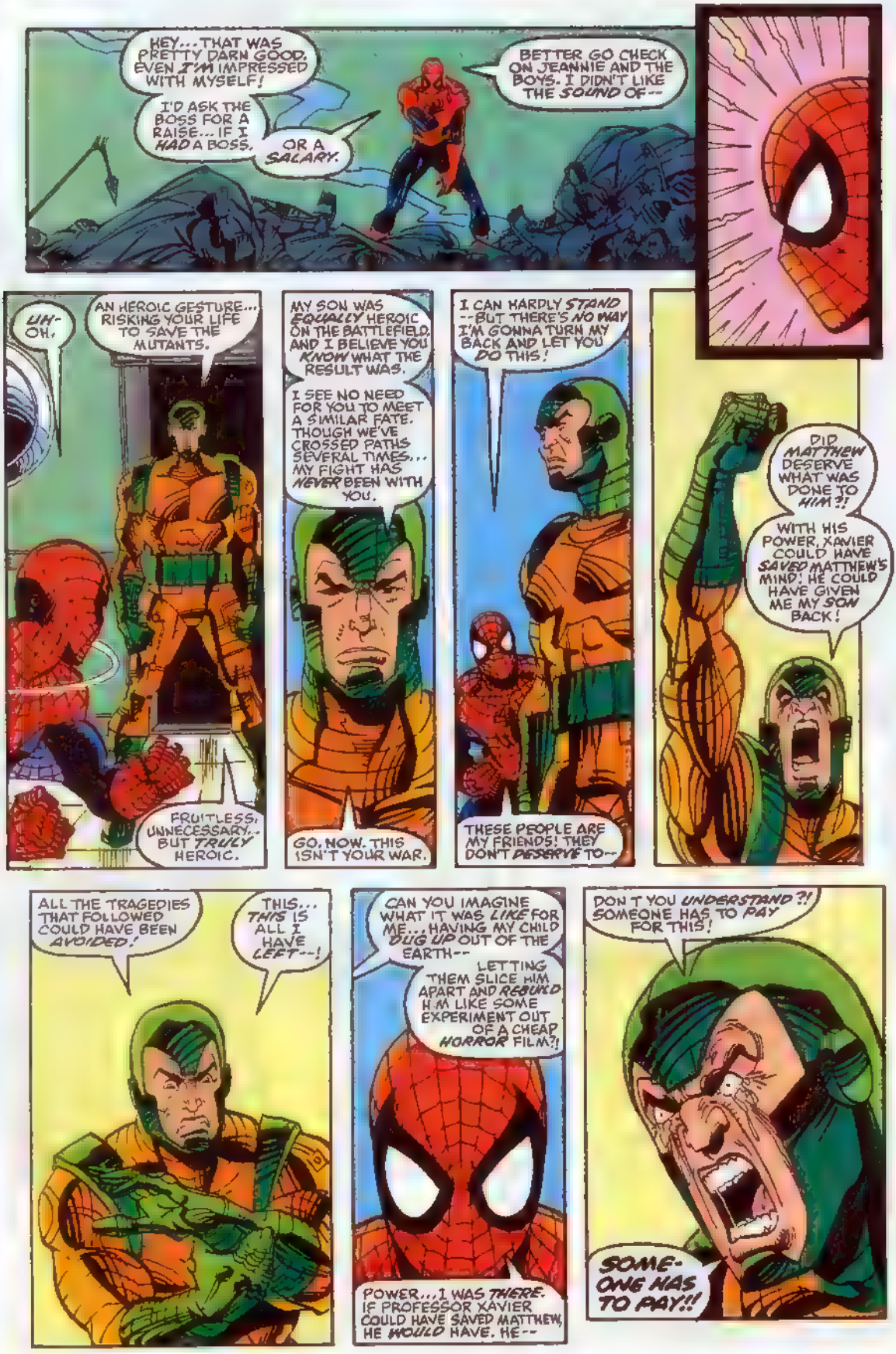
MIND TELLING ME WHAT YOU'RE DOING HERE? YOU WEREN'T EXACTLY IN THE BEST OF SHAPE WHEN POWER LEFT YOU--
GOOD ENOUGH SHAPE TO WEB ONTO THE CASTLE WHEN IT TOOK OFF.
I MUST'VE CRAWLED THROUGH EVERY SLIMY PIPE AND VENT IN THE PLACE TILL I FOUND THESE GUYS.
HOW 'BOUT YOU?
YES, HOW ABOUT YOU? I THOUGHT YOU DIDN'T WANT TO SPEND THE AFTERNOON WITH US.
WHAT CAN I SAY? I MISSED MY BOYS. CAME BACK EARLY FROM MY LITTLE SHOPPING SPREE.
BUT WHEN YOU GOT TO THE RESTAURANT--
--POWER ALREADY HAD THE UPPER HAND. SO I "INDUCED" MYSELF... AND SCRAMBLED ON BOARD WITH THE CENTURIONS.
JEAN, YOU SHOULDN'T HAVE! THE RISK--
OH, PLEASE. IF I CAN'T SAVE YOU, WHO CAN?
:AHEM:
RIGHT. WE'LL DO IT TOGETHER.
NOT TO SOUND UNAPPRECIATIVE-- BUT IF YOU TWO'VE GOT SOME WAY TO BUST US OUT OF HERE, NOW'S THE TIME.
I'M SURE POWER'S GOT THIS ROOM UNDER--
AAAOOOOOOGA
--SURVEILLANCE
IT'S BAD ENOUGH THAT HE'S SUCH A PESSIMIST-- BUT WHY IS HE RIGHT ALL THE TIME?
SICKENING, ISN'T IT?
JEAN! SPIDER-MAN! CLEAR OUT OF HERE BEFORE--
NO!
LOOK-- I THINK I CAN TELEKINETICALLY DISRUPT THE CAGE'S FIELD AND BREAK THEM OUT-- BUT IT'S GOING TO TAKE SOME TIME.
BUT WITH THAT ALARM GOING OFF-- THIS PLACE IS GOING TO BE CRAWLING WITH POWER'S GOONS!
RIGHT! THAT'S WHY WE NEED A DISTRACTION!
ME?
YOU VOLUNTEERED, REMEMBER?
SOMETIMES I JUST DON'T KNOW WHEN TO SHUT UP!

WELL...? UGH?... HOW BAD CAN IT BE?
I MEAN, WHAT HAS HE GOT...? NNNG?... MAYBE FIFTEEN OR TWENTY GUYS? HEY-- I'VE TAKEN OUT MORE THAN THAT WITHOUT WORKING UP A SWEAT!
BETCHA THE HARDEST PART'S GONNA BE JUST ...? UNGH?... GETTING THIS STUPID DOOR OPEN!
YEAH! NOTHING TO WORRY ABOUT. NOTHING AT --
...AT...
OH... SWELL.
THERE MUST BE MORE THAN A HUNDRED OF 'EM!
ONE HUNDRED AND SEVENTEEN TO BE PRECISE.
AFTER BRIEFLY CONSIDERING HIS OPTIONS--FLIGHT, SURRENDER, A HASTY CAREER CHANGE--SPIDER-MAN SIGHS, SHRUGS...

...AND THEN DOES WHAT HE DOES BEST!
BANZAI!!
KRAAK!
SHAKK!
JEAN... HURRY!
IF I HURRY, BOBBY, I'M LIABLE TO DISRUPT YOUR CELL STRUCTURES ALONG WITH THE CAGE.
TAKE YOUR TIME!
THAT'S EXACTLY WHAT I INTEND TO DO.
I JUST HOPE SPIDER-MAN DOESN'T PAY THE PRICE --
ZAP GUNS! ELECTRIC SWORDS! YOU'RE PRETTY AGGRESSIVE FOR A BUNCHA GUYS IN DRESSES!
SHAKK!
KRAKK.
ZINGAKKK
I GUESS YOU NEED TO COMPENSATE FOR THE EMASCULATION, HUH? NOT TO MENTION THOSE [illegible] BLOWING UP YOUR--
OOF!
--SKIRTS!
--FOR MY CAUTION.

SHHHH
AAAA

OOM!


HEY... THAT WAS PRETTY DARN GOOD. EVEN I'M IMPRESSED WITH MYSELF!
I'D ASK THE BOSS FOR A RAISE... IF I HAD A BOSS,
OR A SALARY.
BETTER GO CHECK ON JEANNIE AND THE BOYS. I DIDN'T LIKE THE SOUND OF--
UH-OH.
AN HEROIC GESTURE... RISKING YOUR LIFE TO SAVE THE MUTANTS.
FRUITLESS, UNNECESSARY... BUT TRULY HEROIC.
MY SON WAS EQUALLY HEROIC ON THE BATTLEFIELD. AND I BELIEVE YOU KNOW WHAT THE RESULT WAS.
I SEE NO NEED FOR YOU TO MEET A SIMILAR FATE. THOUGH WE'VE CROSSED PATHS SEVERAL TIMES... MY FIGHT HAS NEVER BEEN WITH YOU.
GO. NOW. THIS ISN'T YOUR WAR.
I CAN HARDLY STAND --BUT THERE'S NO WAY I'M GONNA TURN MY BACK AND LET YOU DO THIS!
THESE PEOPLE ARE MY FRIENDS! THEY DON'T DESERVE TO--
DID MATTHEW DESERVE WHAT WAS DONE TO HIM?!
WITH HIS POWER, XAVIER COULD HAVE SAVED MATTHEW'S MIND! HE COULD HAVE GIVEN ME MY SON BACK!
ALL THE TRAGEDIES THAT FOLLOWED COULD HAVE BEEN AVOIDED!
THIS... THIS IS ALL I HAVE LEFT--!
CAN YOU IMAGINE WHAT IT WAS LIKE FOR ME... HAVING MY CHILD DUG UP OUT OF THE EARTH--
LETTING THEM SLICE HIM APART AND REBUILD HIM LIKE SOME EXPERIMENT OUT OF A CHEAP HORROR FILM?!
POWER... I WAS THERE. IF PROFESSOR XAVIER COULD HAVE SAVED MATTHEW, HE WOULD HAVE. HE--
DON'T YOU UNDERSTAND?! SOMEONE HAS TO PAY FOR THIS!
SOME-ONE HAS TO PAY!!

LOOK--I KNOW HOW IT FEELS... TO LOSE PEOPLE YOU LOVE. TO WANT THEM BACK AGAIN... SO DESPERATELY THAT... YOU'D DO ANYTHING!
BUT... FOR ALL YOUR EFFORT ...MATTHEW'S STILL GONE. YOUR PAIN IS STILL THERE. HURTING XAVIER... KILLING THE X-MEN... IT'S NOT GOING TO CHANGE ANYTHING.
THE ONLY ONE YOU'RE REALLY HURTING... REALLY KILLING... IS YOURSELF.
THIS HAS GONE ON TOO LONG.
LET IT END
PLEASE
LET IT END.
I'M SORRY--
WHOOOM!

--BUT IT CAN NEVER END.
TOOK!
GUESS AGAIN, YOU MURDERING SONUVA--
"SPARED HIM"? THIS SCUM HASN'T GOT A DROP OF COM-PASSION IN HIM!
JEAN... SPIDER-MAN! CAN YOU "READ" HIM? IS HE--?
JUST STUNNED. POWER COULD HAVE TAKEN HIM OUT... BUT HE HELD BACK. HE SPARED HIM!
FFZZ
AKA-T!
CHAKAKAKAKAK
KEEP POURING IT ON! IF WE GIVE HIM A SECOND T'CATCH HIS BREATH--
--HE'S GONNA BE ALL OVER US!
WHY?!
WHY WON'T YOU ACCEPT YOUR PUNISH-MENT?!
IF I'M EVER TO KNOW PEACE... THERE MUST BE PAYMENT FOR MATTHEW!
THERE MUST BE--

NO! NO... PLEASE!
NO!
YES.
YOU WANT TO PUNISH SOMEONE, POWER? WELL, THEN PUNISH THE RIGHT ONE. NO MORE AVOIDANCE. NO MORE SCAPE-GOATS.
LET ME TAKE YOU ON A TOUR OF THE CORNERS OF YOUR MIND... THE BACK-ALLEYS WHERE YOU HIDE YOUR SHAME... YOUR HORROR--
--YOUR GUILT.
GET OUT OF MY HEAD!
NOT TILL YOU'VE HAD A GOOD LONG LOOK AT THE TRUTH. YOU WERE THE ONE WHO HOUNDED AND BULLIED YOUR SON TILL HE ENLISTED IN A WAR HE DIDN'T BELIEVE IN.
YOU WERE THE ONE WHO MADE HIM FEEL SO SMALL AND UN-IMPORTANT THAT HE HAD NO CHOICE BUT TO TAKE IN-SANE RISKS... TO TRY TO PROVE HIMSELF--
--TO BE A HERO...
--ALL SO HIS FATHER WOULD LOVE HIM.
NO...NO--IT'S NOT MY FAULT! IT'S XAVIER'S! IT'S XAVIER'S! IT'S--

CLANK
WHAT HAPPENED?
HE COULDN'T FACE IT-- SO HE RAN. THE BODY'S EMPTY-- BUT HIS CONSCIOUSNESS IS STILL ALIVE SOMEWHERE! I CAN FEEL THE PSYCHIC TRACES... HANGING ON THE AIR!
BOY... SPEND A FEW MINUTES UNCONSCIOUS ...AND YOU MISS ALL THE GOOD STUFF.
BUT WHERE COULD HE HAVE--
CHA-KOOOM!
NOW WHAT?!
THIS IS JUST A HUNCH, MIND YOU-- BUT I THINK THAT MIGHT HAVE BEEN AN EXPLOSION!
JEAN?!
I'M ALL RIGHT!
HEY-- AM I CRAZY? OR IS THIS CASTLE STARTING TO LURCH?
WE'RE NOT JUST LURCHING, FROSTY--
--WE'RE GOING DOWN!
NEXT: "FALLING!"

SPECTACULAR SPIDER-MAIL

℅ MARVEL COMICS GROUP
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GROUP EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Well, we're playing catch-up here, so we'll run your comments on issues #194 through #196 all at once. Again, since we were in the middle of a major storyline, many of your letters raised questions which were answered (we hope) by the big finale in SSM #198.

So without any further ado, away we go...

Dear Danny & Rob

Nice to see a little romance creep into the lives of Mr. & Mrs. Parker, it's often too easy to forget that they're still relative newlyweds amidst the little arguments and stresses of being a super hero couple in the 90's.

Nice also to see a bit more into the mind of Dr. Kafka, a lady who is becoming a really important supporting character in this book. I can see the possibility of a romance between Kafka and her patient (as unethical as that may prove, the heart knows no such boundaries), but only if Vermin dies and does not take Edward with him. The monsters in the dark were a nice touch from Sal this month -- the evil eyes reminded me of the old Scooby Doo shows, yet the effect of the monsters was to make them seem more funny and pathetic than scary, which is, I think, a good thing. We've all seen the hideous and scary before, these monsters were more than that, they cried out for sympathy. That's not an easy thing to achieve. On the letters page this month, you had a comment from J.D. Maddox who asked why the Vulture hadn't recognized MJ in issue #186, after meeting her once before in AMAZING #127 & #128. Well, even if Vulchy's memory wasn't slipping in his old age, he'd have a darn hard time remembering something he hadn't even done! If you check back to the aforementioned issues of AMAZING, you'll see that the Vulture who terrorizes MJ in those issues was not lovable old Ade Toomes, but an impostor Vulture played by none other than Dr. Cliffin Shallot. In the old days, I'd have asked for a No-Prize for that one, but I'll settle for $10,00 cash instead (only joking!). No, I'll settle for J.M. and Sal to keep doing what they're doing on SPECTACULAR, because that's priceless! Rock 'n' Roll.

Roi Hirst
Rushgrove Farm,
England

We commend you on your observational skills Roi, and thank you for your kind words. If you keep reading 'em, we'll keep making 'em!

Dear Spectacular Spider-Mail,

The SPECTACULAR SPIDER-MAN has always been a part of my life. We both came out in the same year, and in that year, my father started to collect comics again. One of the first titles he picked up was this one, and I became hooked on it, years before I could even read. My very first comic book ever was SPECTACULAR # 40,which I got as a Christmas present, thirteen years ago. I still remember when I dug into my stocking and pulled out that comic, with Spider-Man changing into the Lizard on the cover. Well, I haven't missed an issue since. I have a complete collection of this title including every annual, and I've read each issue a half dozen times. Out of the 6,000+ comics that my father and I own, this title is our largest completed collection, and it has a special place in my heart. Somehow, though, J.M. DeMatteis has found a way to make me love this title even more than I already do. As far as I'm concerned, he is a genius. I liked his work since the first time I read it in the mid-1980's, back when he wrote CAPTAIN AMERICA, but he has never shined like he has on the SPECTACULAR SPIDER-MAN. Since he took over I haven't read a single issue that I did not enjoy throughly.This title has never been better, and it far outshines the other Spider-Man titles.

Let's not forget Sal Buscema. I have to admit, it took me years to get used to his style of artwork, but once it started to grow on me, it never stopped. I enjoy his work on this title more and more with each passing issue. He captures the spirit of this title perfectly. Even though I love to criticize, I'm too pleased with this title to say anything negative. I'm looking forward to #200, which I noticed comes out the same month as WEB #100. Are you guys trying to drive me into the poor house or something?

Joseph M. Macaluso
Elmont, NY 11003

Drive? You'll *walk* there, mister--and *like* it!

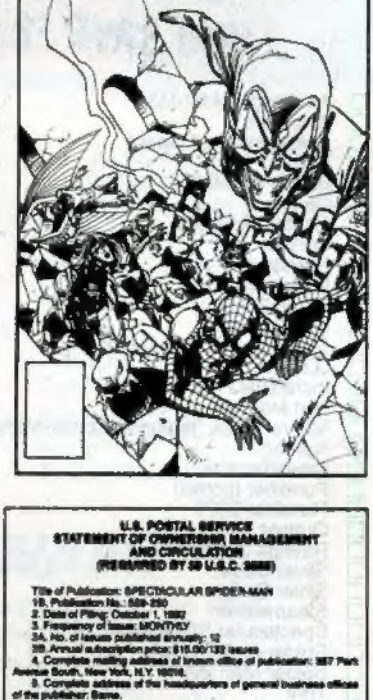
NEXT ISSUE:

Our heroes are in big trouble as Professor Power's gigantic castle plummets mercilessly toward a tiny town! There's only one way to find out if the web-head and the mutants can avert this disaster--so be back here in 30 days for: Spidey! The X-Men! The Green Goblin's homecoming! And the power-packed, pulse-pounding prelude to:

SPECTACULAR SPIDER-MAN #200!

Do not miss it for *anything!*

Be sure to check out the cover for SPECTACULAR SPIDER-MAN #199:



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3B. Annual subscription price: $15.00/132 issues
4. Complete mailing address of known office of publication: 387 Park Avenue South, New York, N.Y. 10016.
5. Complete address of the headquarters of general business offices of the publisher: Same.
6. Full names and complete mailing address of publisher, editor, and managing editor: Stan Lee, 387 Park Avenue South, New York, N.Y. 10016. Editor: Rob Tokar, 387 Park Avenue South, New York, N.Y. 10016. Managing Editor: N/A.
7. Owner (If owned by a corporation, its name and address must be stated and also immediately thereunder the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given. If the publication is published by a nonprofit organization, its name and address must be stated.) 80% of Marvel Entertainment Group, Inc. is owned by Mafco Holdings Inc., an affiliate of MacAndrews & Forbes Holding, Inc., 35 East 62nd Street, New York, N.Y. 10021. The balance of Marvel Entertainment Group, Inc. is publicly owned and its shares of stock are traded on the New York Stock Exchange.
8. Known bondholders, mortgagees, and other security holders owning or holding 1 percent or more of total amount of bonds, mortgages or other securities:
9. For completion by nonprofit organizations authorized to mail at special rates (DMM Section 424.12 only). The purpose, function, and nonprofit status of this organization and the exempt status for Federal income tax purposes. (Check one.) ☐ Has not changed during preceding 12 months. ☐ Has changed during preceding 12 months. (If changed, publisher must submit explanation of change with this statement.)
10. EXTENT AND NATURE OF CIRCULATION.
A. Total No. Copies Printed (net press run): Average no. of copies each issue during preceding 12 months: 960,875. Actual no. of single issue nearest to filing date: 258,000.
B. Paid and/or requested Circulation: 1) Sales through dealers and carriers, street vendors and counter sales: Average no. of copies each issue during preceding 12 months: 256,560. Actual no. copies single issue nearest to filing date: 200,000. 2) Mail subscriptions: Average no. of copies each issue during preceding 12 months: 8,758. Actual no. copies single issue nearest to filing date: 8,800.
C. Total Paid and/or requested Circulation (sum of 10B1 and 10B2): Average no. copies each issue during preceding 12 months: 265,308. Actual no. copies single issue nearest to filing date: 208,800.
D. Free Distribution by mail, carrier, or other means, samples, complimentary, and other free copies: Average no. of copies each issue during preceding 12 months: 600. Actual no. copies of single issue nearest to filing date: 500.
E. Total Distribution (sum of C and D): Average no. of copies each issue during preceding 12 months: 265,908. Actual no. copies of single issue nearest to filing date: 209,400.
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G. Total (sum of E, F1 and 2 should equal net press run shown in A): Average no. of copies each issue during preceding 12 months: 396,975. Actual no. copies of single issue nearest to filing date: 339,330.
11. I certify that the statements made by me above are correct and complete.

(signed) Diane Rivera — Asst. VP Subscriptions